



**INSTRUCTIONS**

- A. Each amended page is to be in the same form as the original but is to contain **ONLY THE INFORMATION TO BE CHANGED OR ADDED**. Pages from the original document which are not affected by the change are not to be attached.
1. Before each entry, specify the purpose of the amendment by inserting:
    - a. "ADDED," if the information was missing from the previous document filed; or
    - b. "CORRECTED," if the information modifies previously listed information; or
    - c. "DELETED," if previously listed information is to be removed.
  2. At the bottom of each page, insert the word "AMENDED."
  3. Attach all pages to the cover page and, *if a Chapter 7, 11, or 12 case*, serve a copy on the United States Trustee, trustee (if any) and/or the members of a creditors' committee. *If a Chapter 13 case*, serve a copy on the trustee; DO NOT serve a copy on the United States Trustee.
- B. Comply with Local Bankruptcy Rule 1009 when adding or correcting the names and/or addresses of creditors (diskette required when Amendment submitted on paper) or if altering the status or amount of a claim.

**AMENDMENTS THAT FAIL TO FOLLOW THESE INSTRUCTIONS MAY BE REFUSED****\*\* AMENDMENTS FILED AFTER THE CASE IS CLOSED ARE NOT ENTITLED TO A REFUND OF FEES \*\*****CERTIFICATE OF SERVICE**

I, the undersigned whose address appears below, certify:

That I am, and at all times hereinafter mentioned was, more than 18 years of age;

That on January 19, 2010, I served a true copy of the within AMENDMENT by [describe here mode of service]

on the following persons [set forth name and address of each person served] and as checked below:

☐ Chpt. 7 Trustee:

For Chpt. 7, 11, &amp; 12 cases:



For ODD numbered Chapter 13 cases:



For EVEN numbered Chapter 13 cases:

UNITED STATES TRUSTEE  
 Department of Justice  
 402 West Broadway, Suite 600  
 San Diego, CA 92101

THOMAS H. BILLINGSLEA, JR., TRUSTEE  
 530 "B" Street, Suite 1500  
 San Diego, CA 92101

DAVID L. SKELTON, TRUSTEE  
 525 "B" Street, Suite 1430  
 San Diego, CA 92101-4507

I certify under penalty of perjury that the foregoing is true and correct.

Executed on January 19, 2010  
 (Date)

/s/ John L. Smaha  
John L. Smaha 95855  
Smaha Law Group  
7860 Mission Center Ct. #100  
San Diego, CA 92108  
 Address

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**Southern District of California**

In re **Sargent Ranch, LLC, a California Limited Liability Company**,  
 Debtor

Case No. **10-00046**Chapter **11**

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	716,100,000.00		
B - Personal Property	Yes	3	2,502,520.00		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		71,056,421.70	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		2,161,044.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		9,297,844.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		18			
Total Assets			718,602,520.00		
Total Liabilities				82,515,309.70	

**United States Bankruptcy Court**  
**Southern District of California**

In re **Sargent Ranch, LLC, a California Limited Liability Company**  
 Debtor

Case No. **10-00046**

Chapter **11**

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Sargent Ranch, LLC, a California Limited Liability CompanyCase No. 10-00046

Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
2755 US Highway 101, Gilroy, CA Property approximately 6,400 acres on 14 separate legal parcels, including various rights and credits. Santa Clara County Tax Parcel Nos.: 810-38-002; 810-37-008; 810-37-007; 810-37-006; 810-37-005; 810-38-009; 810-38-014; 810-38-015; 810-38-016; 810-38-017; 841-36-013; (Individual Parcel Values List Attached)		-	716,100,000.00	71,056,421.70

and

Santa Cruz Tax Parcel Nos.: 110-201-04; 110-251-06; 110-271-01; 110-281-01

Sub-Total > **716,100,000.00** (Total of this page)Total > **716,100,000.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

## Individual Parcel Values

Parcel Number: Santa Clara	Parcel Value	Parcel Acreage	Business Use	Business Use Values
841-36-010	\$10,020,000	120	Solar Energy Utility Facility (80 acres) Riparian Credits (20) Red Legged Frog Credits (20)	\$5,000,000 \$4,020,000 \$1,000,000
810-38-015	\$38,656,000	108	Riparian Credits (156) Red Legged Frog Credits (76) Water Rights (overland/river/springs)	\$31,356,000 \$3,800,000 \$3,500,000
810-38-009	\$4,350,000	160	Red Legged Frog Credits (58) Tiger Salamander Credits (58)	\$2,900,000 \$1,450,000
810-37-007	\$25,239,000	320	Riparian Credits (64) Red Legged Frog Credits (64) Tiger Salamander Credits (64) Residential Lots (5-20+ acre lots) Liquid Asphalt Production (25 acres)	\$12,864,000 \$3,200,000 \$1,600,000 \$2,575,000 \$5,000,000
810-37-008	\$12,375,000	320	Liquid Asphalt Production (25 acres) Residential Lots (13-20+ acre lots) Tiger Salamander Credits (30)	\$5,000,000 \$6,625,000 \$750,000
810-38-002+ 810-38-017	\$13,280,000	360	Commercial Property (250 acres) Riparian Credits (30) Red Legged Frog Credits (30) Tiger Salamander Credits (30)	\$5,000,000 \$6,030,000 \$1,500,000 \$750,000
810-38-014	\$462,568,000	1,396	Sand Extraction Facility (1,000 acres) Land Value (post sand extraction) Riparian Credits (154) Industrial Property (132 acres) Tiger Salamander Credits (110) Water Rights (overland/river/springs)	\$400,000,000 \$24,878,000 \$30,800,000 \$2,640,000 \$2,750,000 \$1,500,000
810-37-006	\$56,224,000	1,112	Military Children PTSD Facility (200 acres) Riparian Credits (124) Red Legged Frog Credits (124) Tiger Salamander Credits (124) Residential Property (27-20 acre lots)	\$2,000,000 \$24,924,000 \$6,200,000 \$3,100,000 \$20,000,000
810-38-016	\$58,588,000	1,360	Commercial Property (250 acres) Industrial Property (368 acres) Residential Property (17-20 acre lots) Riparian Credits (128) Red Legged Frog Credits (128) Tiger Salamander Credits (84)	\$5,000,000 \$7,360,000 \$12,000,000 \$25,728,000 \$6,400,000 \$2,100,000
<b>Santa Cruz</b>				
110-271-01	\$500,000	80	Williamson Act Property	\$500,000
110-281-01	\$33,800,000	1,024	Riparian Credits (124) Residential Property (22-40 acre lots)	\$24,800,000 \$9,000,000
110-201-04	\$500,000	80	Williamson Act Property	\$500,000
110-251-06	\$0	2	Williamson Act Property	\$0
<b>Totals:</b>	<b>\$716,100,000</b>	<b>6442</b>		<b>\$716,100,000</b>

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Bank Checking Account	-	20.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **20.00**  
(Total of this page)

B6B (Official Form 6B) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		<b>Loans to Wayne Pierce Subject to Set-Offs</b>	-	<b>2,500,000.00</b>
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **2,500,000.00**  
(Total of this page)

Sheet 1 of 2 continuation sheets attached  
to the Schedule of Personal Property



B6B (Official Form 6B) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Water wells; Santa Clara County Parcels</b>	-	<b>2,500.00</b>
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		<b>Oil Royalty Lease on 320 acres which has a 6.25% per barrel royalty payment. (Value to be determined upon production)</b>	-	<b>Unknown</b>
		<b>Oil Royalty Lease on 5760 acres which has a 4.125% per barrel royalty payment. (Value to be determined upon production)</b>	-	<b>Unknown</b>

Sub-Total >	<b>2,500.00</b>
(Total of this page)	
Total >	<b>2,502,520.00</b>

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6C (Official Form 6C) (12/07)

In re Sargent Ranch, LLC, a California Limited Liability CompanyCase No. 10-00046

Debtor

**SCHEDULE C - PROPERTY CLAIMED AS EXEMPT**Debtor claims the exemptions to which debtor is entitled under:  
(Check one box)☐ 11 U.S.C. §522(b)(2)☒ 11 U.S.C. §522(b)(3)☐ Check if debtor claims a homestead exemption that exceeds \$136,875.

Description of Property

Specify Law Providing  
Each ExemptionValue of  
Claimed  
ExemptionCurrent Value of  
Property Without  
Deducting Exemption**NONE.**

Case No. 10-00046

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

In re Sargent Ranch, LLC, a California Limited Liability CompanyCase No. 10-00046

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**  
DebtorCase No. **10-00046****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)**Wages, salaries, and commissions**

## TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R O W E R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2003 to 01/04/2010					
Mike Baldrige 335 Sutton Circle Danville, CA 94506			(REVISED) Accrued Salary as CFO of Sargent Ranch, LLC.				1,774,250.00	1,763,300.00
								10,950.00
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal							1,774,250.00	1,763,300.00
(Total of this page)								10,950.00

Sheet 1 of 2 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

In re **Sargent Ranch, LLC, a California Limited Liability Company**  
DebtorCase No. **10-00046****SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No. <b>Parcel Numbers Listed Below</b>				<b>01/2008 to 01/2010</b>					
<b>Santa Clara County Tax Collector 70 W. Hedding Street San Jose, CA 95110</b>		-		<b>810-38-002 (\$2,224); 810-37-008 (\$19,008); 810-37-007 (\$19,008); 810-37-006 (\$62,700); 810-37-005 (\$120); 810-38-009 (\$9,000); 810-38-014 (\$96,000); 810-38-015 (\$6,700); 810-38-016 (\$72,000); 810-38-017 (\$24,000); 841-36-013 (\$23,000)</b>				<b>0.00</b>	
								<b>333,760.00</b>	<b>333,760.00</b>
Account No. <b>Parcel Numbers Listed Below</b>				<b>01/01/2008 to 01/01/2010</b>					
<b>Santa Cruz County Tax Collector Room 150 County Government Ctr Santa Cruz, CA 95060</b>		-		<b>110-201-04 (\$6,022); 110-251-06 (\$212); 110-271-01 (\$5,800); 110-281-01 (\$41,000)</b>					<b>53,034.00</b>
								<b>53,034.00</b>	<b>0.00</b>
Account No.									
Account No.									
Account No.									
Subtotal (Total of this page)								<b>386,794.00</b>	<b>53,034.00</b>
Total (Report on Summary of Schedules)								<b>2,161,044.00</b>	<b>1,816,334.00</b>
									<b>344,710.00</b>

Sheet **2** of **2** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Case No. 10-00046

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

3 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.			<b>2007-2009 Biological Surveys</b>				<b>30,000.00</b>
<b>Live Oak Associates 6840 Via del Oro, #220 San Jose, CA 95119</b>		-					
Account No.			<b>2005 Engineering Fees</b>				<b>9,500.00</b>
<b>Luhdorff &amp; Scalmanini 5001 1st Street Woodland, CA 95695</b>		-					
Account No.			<b>2007-2009 Legal Fees</b>				<b>750,000.00</b>
<b>Manasian &amp; Rougeau, LLP 400 Montgomery St., Ste. 1000 San Francisco, CA 94104</b>		-					
Account No.			<b>2004 Consulting Fees</b>				<b>84,000.00</b>
<b>McNally Temple 1817 Capitol Avenue Sacramento, CA 95811</b>		-					
Account No.			<b>2008-2009 Legal Fees</b>				<b>83,674.00</b>
<b>Miller Starr Regalia 1331 N. California Blvd. Walnut Creek, CA 94596</b>		-					
Subtotal (Total of this page)							<b>957,174.00</b>

Sheet no. **1** of **3** sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims



B6F (Official Form 6F) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

# **SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS** (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B I T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Morrison Foerster</b> 101 Ygnacio Valley Rd., #250 Walnut Creek, CA 94596	-		2007 Legal Fees			13,000.00
Account No.						
<b>Pillsbury Winthrop</b> 2300 N. Street NW, Rm 6182 Washington, DC 20037	-		2004 Legal Fees			411,000.00
Account No.						
<b>Ruggeri Jensen Azar</b> 8055 Camino Arroyo Gilroy, CA 95020	-		12/07/2006 to 01/04/2010 Engineering Fees			8,170.00
Account No.						
<b>TerraSearch</b> 6293 San Ignacio Ave., Ste. A San Jose, CA 95119	-		2008 to 2009 Engineering Fees			8,500.00
Account No.						
<b>Tevis Thompson</b> P.O. Box 1110 Martinez, CA 94553	-		Unknown claims related to 15% Interest in Debtor of Gregory Griffin as Trustee of the Bankruptcy Estate of Gregory Griffin	X		0.00
Sheet no. <u>2</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						<b>440,670.00</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.  <b>Wayne F. Pierce</b> <b>8031 La Jolla Scenic Dr. North</b> <b>La Jolla, CA 92037</b>		-	<b>05/2000 to 01/04/2010</b> <b>Accrued Management Fees</b>				<b>7,125,000.00</b>
Account No.  							
Account No.  							
Account No.  							
Account No.  							
Sheet no. <b>3</b> of <b>3</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)				<b>7,125,000.00</b>
			Total (Report on Summary of Schedules)				<b>9,297,844.00</b>

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,  
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.  
State whether lease is for nonresidential real property.  
State contract number of any government contract.

**Domenic V. Genco**  
**P.O. Box 1155**  
**Gilroy, CA 95021**

**Pasture Lease**  
**Expiration: July 18, 2013**

**Patriot Resources**  
**1565 Las Canoas Road**  
**Santa Barbara, CA 93105**

**Oil Royalty Lease**  
**Expiration: At the Determination of Lessee**

**Vince Giacalone**  
**6300 Monterey Road**  
**Gilroy, CA 95020**

**Hunting Lease**  
**Expiration: October 31, 2011**

B6I (Official Form 6I) (12/07)

In re **Sargent Ranch, LLC, a California Limited Liability Company**Case No. **10-00046**

Debtor(s)

**SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)**

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): <b>None.</b>	AGE(S):
<b>Employment:</b>	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

INCOME: (Estimate of average or projected monthly income at time case filed)

1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)

2. Estimate monthly overtime

3. SUBTOTAL

4. LESS PAYROLL DEDUCTIONS

a. Payroll taxes and social security

b. Insurance

c. Union dues

d. Other (Specify):

5. SUBTOTAL OF PAYROLL DEDUCTIONS

6. TOTAL NET MONTHLY TAKE HOME PAY

7. Regular income from operation of business or profession or farm (Attach detailed statement)

8. Income from real property

9. Interest and dividends

10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above

11. Social security or government assistance

(Specify):

12. Pension or retirement income

13. Other monthly income

(Specify):

14. SUBTOTAL OF LINES 7 THROUGH 13

15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)

16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

	DEBTOR	SPOUSE
1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)	\$ <u>0.00</u>	\$ <u>0.00</u>
2. Estimate monthly overtime	\$ <u>0.00</u>	\$ <u>0.00</u>
3. SUBTOTAL	\$ <u>0.00</u>	\$ <u>0.00</u>
4. LESS PAYROLL DEDUCTIONS		
a. Payroll taxes and social security	\$ <u>0.00</u>	\$ <u>0.00</u>
b. Insurance	\$ <u>0.00</u>	\$ <u>0.00</u>
c. Union dues	\$ <u>0.00</u>	\$ <u>0.00</u>
d. Other (Specify):	\$ <u>0.00</u>	\$ <u>0.00</u>
5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ <u>0.00</u>	\$ <u>0.00</u>
6. TOTAL NET MONTHLY TAKE HOME PAY	\$ <u>0.00</u>	\$ <u>0.00</u>
7. Regular income from operation of business or profession or farm (Attach detailed statement)	\$ <u>0.00</u>	\$ <u>0.00</u>
8. Income from real property	\$ <u>0.00</u>	\$ <u>0.00</u>
9. Interest and dividends	\$ <u>0.00</u>	\$ <u>0.00</u>
10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	\$ <u>0.00</u>	\$ <u>0.00</u>
11. Social security or government assistance	\$ <u>0.00</u>	\$ <u>0.00</u>
(Specify):	\$ <u>0.00</u>	\$ <u>0.00</u>
12. Pension or retirement income	\$ <u>0.00</u>	\$ <u>0.00</u>
13. Other monthly income	\$ <u>0.00</u>	\$ <u>0.00</u>
(Specify):	\$ <u>0.00</u>	\$ <u>0.00</u>
14. SUBTOTAL OF LINES 7 THROUGH 13	\$ <u>0.00</u>	\$ <u>0.00</u>
15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)	\$ <u>0.00</u>	\$ <u>0.00</u>
16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$ <u>0.00</u>	

(Report also on Summary of Schedules and, if applicable, on Statistical Summary of Certain Liabilities and Related Data)

B6J (Official Form 6J) (12/07)

In re Sargent Ranch, LLC, a California Limited Liability CompanyCase No. 10-00046

Debtor(s)

**SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)**

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

☐ Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	<u>0.00</u>
a. Are real estate taxes included?	Yes <u>    </u> No <u>X</u>		
b. Is property insurance included?	Yes <u>    </u> No <u>X</u>		
2. Utilities:		\$	<u>0.00</u>
a. Electricity and heating fuel		\$	<u>0.00</u>
b. Water and sewer		\$	<u>0.00</u>
c. Telephone		\$	<u>0.00</u>
d. Other		\$	<u>0.00</u>
3. Home maintenance (repairs and upkeep)		\$	<u>0.00</u>
4. Food		\$	<u>0.00</u>
5. Clothing		\$	<u>0.00</u>
6. Laundry and dry cleaning		\$	<u>0.00</u>
7. Medical and dental expenses		\$	<u>0.00</u>
8. Transportation (not including car payments)		\$	<u>0.00</u>
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	<u>0.00</u>
10. Charitable contributions		\$	<u>0.00</u>
11. Insurance (not deducted from wages or included in home mortgage payments)		\$	<u>0.00</u>
a. Homeowner's or renter's		\$	<u>0.00</u>
b. Life		\$	<u>0.00</u>
c. Health		\$	<u>0.00</u>
d. Auto		\$	<u>0.00</u>
e. Other		\$	<u>0.00</u>
12. Taxes (not deducted from wages or included in home mortgage payments)		\$	<u>0.00</u>
(Specify)		\$	<u>0.00</u>
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)		\$	<u>0.00</u>
a. Auto		\$	<u>0.00</u>
b. Other		\$	<u>0.00</u>
c. Other		\$	<u>0.00</u>
14. Alimony, maintenance, and support paid to others		\$	<u>0.00</u>
15. Payments for support of additional dependents not living at your home		\$	<u>0.00</u>
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	<u>0.00</u>
17. Other		\$	<u>0.00</u>
Other		\$	<u>0.00</u>
18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$	<u>0.00</u>
19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:			
20. STATEMENT OF MONTHLY NET INCOME			
a. Average monthly income from Line 15 of Schedule I		\$	<u>0.00</u>
b. Average monthly expenses from Line 18 above		\$	<u>0.00</u>
c. Monthly net income (a. minus b.)		\$	<u>0.00</u>

**United States Bankruptcy Court**  
**Southern District of California**

In re **Sargent Ranch, LLC, a California Limited Liability Company**  
 Debtor(s)

Case No. **10-00046**  
 Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None ☒ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

**2. Income other than from employment or operation of business**

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

**3. Payments to creditors**

None ☐ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
John L. Smaha SMAHA LAW GROUP 7860 Mission Center Court, Ste. 100 San Diego, CA 92108	January 4, 2010	\$20,000

**10. Other transfers**

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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#### 11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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#### 12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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#### 13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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#### 14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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#### 15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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#### 16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18. Nature, location and name of business**

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

### 19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Dan Hall**  
**Buckley Patchen Riemann & Hall**  
**2890 North Main Street, #200**  
**Walnut Creek, CA 94597**

DATES SERVICES RENDERED  
**2000 to 2009**

- None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Wayne F. Pierce</b>	<b>8031 La Jolla Scenic Dr., North</b> <b>La Jolla, CA 92037</b>

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>See Attached List</b>	

### 20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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### 21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Gregory F. Griffin 203 Hawk Court Alamo, CA 94507	Member	15%
The Wayne & Marci Pierce Living Trust 8031 La Jolla Scenic Dr., North La Jolla, CA 92037	Member	85%
Wayne F. Pierce 8031 La Jolla Scenic Dr., North La Jolla, CA 92037	Manager	0%
Mike Baldridge 335 Sutton Circle Danville, CA 94506	CFO	0%

## 22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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## 23. Withdrawals from a partnership or distributions by a corporation

- None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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## 24. Tax Consolidation Group.

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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## 25. Pension Funds.

- None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date January 19, 2010

Signature /s/ Wayne F. Pierce

**Wayne F. Pierce**  
**Managing Member**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.*

Name	Contact	Address	Telephone
As Individual Mortgage Asset Recovery Viewpoint Capital MAR Partners 2, LLC	Dave Wallace	4125 Blackhawk Plaza Circle, Ste 270 Danville, CA 94506	925.736.8848
Lomas Partners	Tom Grabiel	2230 Newport Blvd. Newport Beach, CA 92663	714.904.5948
De Computis, Inc	Mike Canul	2417 Stevens Creek Blvd San Jose, CA 95128	408.213.0350
AmeriCap Development Partners	Russell Schaeffer	6111 Bollinger Canyon Road, Ste 560 San Ramon, CA 94583	925.824.4304
Guardian Financial Services, Inc	Jim Hostick	3918 Carriage House Drive Cumming, GA 30040	770.617.7091
Evergreen Transaction Partners, LLC	Mike Liddle	2021 The Alameda, Ste 240 San Jose, CA 95126	
Garrett Leahey & Co, Inc	Garrett Leahey	1801 Century Park East, 23rd Floor Los Angeles, CA 90067	310.553.5577
Granite Construction	Kurt Kniffin	Monterey Bay Branch P. O. Box 720 Watsonville, CA 95077	831.763.6100
Graniterock	Bruce Wolpert	540 West Beach Street Watsonville, CA 95076	831.768.2500
Vulcan Materials Company	Doug Reynolds	3200 San Fernando Road Los Angeles, CA 90065	323.258.2777
Laamusamx, LLC	Thomas Masson	14300 N Northsight Blvd, Ste 214 Scottsdale, AZ 85260	602.721.1073
Simons Restaurant Exchange	Doug Simons	680 N. Peoria Street Chicago, IL 60622	312.243.8180
Vintage Funding Group, LLC	Alan Souter	248 West 16th Street Tulsa, OK 74119	918.398.4480
Cantor Fitzgerald	n/a	499 Park Avenue New York, NY 10022	212.938.5000
Oak River Capital	David Shaw		
Remington Financial Group	Brad Sweet	8761 East Bell Road, Ste 103 Scottsdale, AZ 85260	480.905.3239
Merrill Lynch	John Stewart	114 W 47th Street New York, NY 10036	212.852.1084
Merrill Lynch Global Wealth Management	Alisa Chanpong	225 South Lake Avenue Pasadena, CA 91101	626.356.2000
WMD Capital Markets, LLC	William M Daugherty	559 San Ysidro Road, Ste 1 Santa Barbara, CA 93108	805.565.0150
Savy Real Estate Capital Savy Investments	Michael Kraszulyak	1080 Carol Lane, Ste 100 Lafayette, Ca 94549	925.283.7770
International Capital Source	Ed Lippolis	7435 E. Peakview Ave. Englewood, CO 80111	303.740.5455
WaterStone Funding	Randy Blakeslee Kevin Geiger (broker)	1750 E. Main Street, Ste 260 St. Charles, IL 60174	630.376.1118
As Individual	John Cassils	c/o Strand 2160 Vancouver Centre 650 West Georgia Street Vancouver, British Columbia V6B 4N7	604.687.1919
As Individual Barlochan Investments, LLC	Brian Edgar Jim Walker	c/o Lundin Mining 150 King Street, Ste 1500 Toronto, ON M5H 1J9	416.342.5560